

**IN THE DISTRICT COURT OF THE VIRGIN ISLANDS  
DIVISION OF ST. CROIX**

UNITED STATES OF AMERICA )  
                                  )  
Plaintiff,                    )  
                                  ) Civ. A. No. 1:21-cv-00264 (WAL/EAH)  
v.                            )  
                                  )  
                                  )  
FOURTH JOINT MOTION TO STAY  
LIMETREE BAY REFINING, LLC )  
                                  )  
and                            )  
                                  )  
LIMETREE BAY TERMINALS, LLC )  
                                  )  
Defendants.                    )  
                                  )  
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**FOURTH JOINT MOTION TO STAY ALL DEADLINES**

The United States, Limetree Bay Refining, LLC, and Limetree Bay Terminals, LLC (jointly, the “Parties”) respectfully request that the Court stay all deadlines and proceedings in this matter until August 22, 2022.

On July 12, 2021, Limetree Bay Refining, LLC and related entities (but not Limetree Bay Terminals, LLC) (the “Debtors”) filed for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of Texas. (Case No. 21-32354, jointly administered with lead case 21-32351).

On August 11, 2021, the Bankruptcy Court issued an *Order Granting Debtors’ EMERGENCY Motion for Entry of Order: (I) Establishing Bidding and Sale Procedures; (II) Approving the Sale of Assets; and (III) Granted Related Relief* (the “Sale Procedures Order”) (Case No. 21-32351, ECF Doc. 392) approving the bidding and sale procedures of substantially all assets of the Debtors. The Sale Procedures Order set a close sale deadline for the winning

bidder of November 1, 2021, but subject to the Debtors' ability to extend based on the sale process.

On September 10, 2021, the Parties submitted a *Joint Status Report* (ECF Doc. 5) and filed a *Motion to Stay All Deadlines until December 10, 2021* (ECF Doc. 6). On September 10, 2021, the Court issued an *Order Extending Stay* (ECF Doc. 7) staying all deadlines and proceedings until December 10, 2021. Pursuant to that Order, the Parties were required to provide a Second Joint Status Report to the Court no later than November 12, 2021.

On November 12, 2021, the Parties submitted a *Second Joint Status Report* (ECF Doc. 8). On December 9, 2021, the Parties filed a *Second Joint Motion to Stay All Deadlines* (ECF Doc. 9) until February 21, 2022. On December 10, 2021, the Court issued an *Order Extending Stay* (ECF Doc. 10) approving the stay of all deadlines and proceedings until February 21, 2022 and requiring the Parties to file a Third Joint Status Report no later than January 21, 2022.

On January 21, 2022, the Parties submitted a *Third Joint Status Report* (ECF Doc. 11). On February 18, 2022, the Parties filed a *Third Joint Motion to Stay All Deadlines* (ECF Doc. 12) until June 20, 2022. On February 18, 2022, the Court issued an *Order Extending Stay* (ECF Doc. 13) approving the stay of all deadlines and proceedings until May 20, 2022, and requiring the Parties to file a Fourth Joint Status Report no later than April 20, 2022.

On April 20, 2022, the Parties submitted a *Fourth Joint Status Report* (ECF Doc. 14).

As reported in the *Fourth Joint Status Report* (ECF Doc. 14), the following events have occurred since the Court issued the February 18, 2022 *Order Extending Stay*:

- On April 4, 2022, debtors filed a *Combined Disclosure Statement and Chapter 11 Plan of Liquidation of Limetree Bay Services, LLC and Affiliated Debtors*. (Case No. 32351, ECF Doc. 1252).

- On April 6, 2022, the bankruptcy court conditionally approved the combined plan and disclosure statement. (Case No. 32351, ECF Doc. 1261).
- On April 14, 2022, debtors filed its *Notice of Filing Solicitation Materials and Combined Disclosure Statement and Chapter 11 Plan of Liquidation of Limetree Bay Services, LLC and Affiliated Debtors*. The conditionally approved Combined Disclosure Statement and Chapter 11 Plan of Liquidation of Limetree Bay Services, LLC and Affiliated Debtors (“the Plan”), dated April 11, 2022, was attached as Exhibit A (Case No. 32351, ECF Doc. 1273-1).
  - Article VIII.B of the Plan provides that the Purchaser may elect to reorganize Limetree Bay Refining, LLC “as a Transition Refinery Entity and issue 100% of its membership interests (the “**New Membership Interests**”) to the Purchaser.” (emphasis in original) (ECF Doc. 1273, Article VIII.B).
- On April 15, 2022, the Purchaser filed a notice of its election under Article VIII.B of the Plan to reorganize as the Transition Refinery Entity. (Case No. 32351, ECF Doc. 276).
- On May 18, 2022, the bankruptcy court held a Confirmation Hearing to consider the final approval and confirmation of the *Combined Disclosure Statement and Chapter 11 Plan of Liquidation of Limetree Bay Services, LLC and Affiliated Debtors* (as amended, supplemented, or otherwise modified, including an amended version of the Confirmation Plan (Case No. 32351, ECF Doc. 1413-1)) was held.

- On May 20, 2022, a hearing was held on the final form the *Order Approving Disclosure Statement on Final Basis and Confirming Chapter 11 Plan of Liquidation of Limetree Bay Services, LLC and Affiliated Debtors* (“Plan Confirmation Order”). After the conclusion of the hearing the Court approved the Plan Confirmation Order (Case No. 32351, ECF Doc. 1454).
  - Paragraph 31 of the Plan Confirmation Order requires, *inter alia*, that the Transition Refinery Entity “shall be fully bound by the provisions of” the Joint Stipulation and “shall cooperate in the substitution of the Transition Refinery Entity as a named defendant” in the Joint Stipulation.

Given that the Purchaser must become a party to the Joint Stipulation, and the Transition Refinery Entity must be substituted for Limetree Bay Refining, LLC as a named defendant in the Joint Stipulation, the Parties request that the Court further extend the stay of all deadlines and proceedings in this case until August 22, 2022, to provide time to effectuate this requirement; and that the Parties shall submit a Fifth Joint Status Report to the Court on or before July 22, 2022. A proposed Order is attached.

Respectfully submitted,

For Plaintiff United States of America:

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U.S. Department of Justice

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**CERTIFICATE OF SERVICE**

The undersigned certifies that on May 23, 2022, he filed this *FOURTH JOINT MOTION TO STAY ALL DEADLINES* electronically with the Clerk of Court using the CM/ECF system, which will send notifications of this filing to all who have made appearances and further certifies that the *FOURTH JOINT MOTION TO STAY ALL DEADLINES* will be served on counsel for Limetree Bay Refining, LLC and Limetree Bay Terminals, LLC by electronic mail:

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